Facility Operations and Maintenance Solutions

File No. 2004-0201

February 10, 2004

Mr. David Fifer
Director of Engineering
Hyatt Regency Huntington Beach Resort and Spa
21500 Pacific Coast Highway
Huntington Beach, California 92648

Dear David,

M² Consulting, Inc. (M²) is pleased to propose Mantis^SM for Maximo® Application Hosting for your facility. This proposal covers the period of January 1, 2004, through the life of your relationship with M² Consulting. Your site will be supported through June 2004 for no additional costs other than the monthly recurring fees.

Application Hosting provides 35-50% lower Total Cost of Ownership (TCO) than traditional implementations, with greater availability and flexibility.

By deploying the "best of breed" Enterprise Asset Management Tool, Maximo®, a fully web architected product, in a centrally administered architecture, your hotel can track preventive maintenance, generate and track work orders, record material usage, manage inventory and purchasing, **perform any Maximo® function**, while management can access all information in a secure and fully supported environment. After initial database builds and start-ups, the Application Hosting Services provided by M² Consulting will include:

- Users unique database, customizations, and information is maintained in complete security
- Users have unlimited access to their password-protected systems with guaranteed 99.974% availability
- Limited local system administration requirements
- No local application and database administration requirements
- Remote "Shadow" Troubleshooting and Training
- Use of existing P.C. hardware – Windows Terminals or PDA's
- Unlimited connect time
- User support line (24/7/365)
- Limited data modifications
- Addition of modules or software upgrades
- Database back-ups

43 Jefferson Parkway, Newnan, Georgia 30263-5813
Tel: 770-253-1183   Fax 770-253-6228   email: m2c@m2consulting.com

February 9, 2004

Hyatt Hotel Corporation

SERVICES TO BE PROVIDED

I. **Implementation Services – QuickStart™ (Not applicable to Huntington Beach)**

1. Receive all required data from Customer in electronic format

2. Notify Customer of any additional data required for performing the job in a timely fashion

3. Develop a hierarchical strategy to include all potential locations for future expansion (if desired)

4. M^2 will post results of the transferred data and provide access to data over the Internet for review

5. Customer will be given access to review, test, and evaluate the new conditions of the data

6. Customer will provide commentary and input

7. Determine "Go Live" date

8. Receive and enter names and passwords from Customer for all named users

9. Perform Training

10. "Go Live"

II. **Hosting Services**

1. Frontline Technical Support (6 AM - 9 PM ET) 2 hour guaranteed response after hours

2. Software Upgrades

3. Database Back-ups

4. Computing Infrastructure (with 99.974% guaranteed availability)

5. Unlimited Connect Time

6. Minor Database Modifications

7. Named User Administration and Maintenance

February 9, 2004

Hyatt Hotel Corporation

Deliverable Summary

Mantis^{SM} for Maximo® will be fully populated with the customer-provided data allowing total utilization of the system for Maintenance Management.

Fees:

One-time Implementation Fees: QuickStart^{TM}

Data Transition and Set-up (customer provides data in electronic format) or on spreadsheets provided by M² ....$N/A

User Group Security Set-up, Administration & Maintenance $75/each

Unlimited Desk Top Users...$500/mo

Maximo® Mobile Suite™ from Syclo $100/mo/device

February 9, 2004

Hyatt Hotel Corporation

OPTIONAL CONSULTING SERVICE

Option 1

Additional reports can be created
COST (Depending on Complexity)..$150 to $850/ea

Option 2

Additional "Shadow" Training provided
COST $150/hr

Option 3

Develop Desktop Procedures for each user group
COST $3,000/ea

Option 4

Deploy additional Maximo® features
COST .... Fixed Price per Agreed-upon Scope

Option 5

Onsite Consultant
COST $1800/day
(plus expenses)

Option 6

Integration of Maximo® database with another database
COST .... Fixed Price per Agreed-upon Scope

February 9, 2004

Hyatt Hotel Corporation

M^2 will substantially reduce your Total Cost of Ownership (TOC) by utilizing the Application-Hosting model.

M^2 is the only third-party Application Service Provider that is certified by MRO Software to provide Maximo® in a Hosted Environment. M^2 provides all front-line support and offers the only turnkey, fully functional Maximo® System in a Hosted Environment.

We are happy to provide Maximo® hosted by M^2 Consulting in our fully secure and 99.974% available environment, co-located at an AT&T Enterprise Network Services Data Center.

Regards,

M^2 CONSULTING, INC.

Stephen C. Platt
Vice President
Application Hosting

/ivm

February 9, 2004

Hyatt Hotel Corporation

General Terms:

Recurring fees will be billed monthly in advance. Fees are payable Net 30 days.

Minimum length of contract is N/A. Following minimum term of agreement, contract continues with no specified termination date until it is terminated in writing at least 30 days in advance of proposed termination date. Termination date will be on the last day of a specified month. Notice of intent to terminate contract will be delivered registered mail via USPS. Remaining balance of anticipated fees is due upon early termination of contract. Either party may terminate contract pending a written 30-day notice.

Customer retains all rights to the collected data. M^2 will provide a copy of the customer's data via CD-ROM upon termination of services.

This proposal is good for 30 days from date of issue.

Authorized representatives of Customer and M^2 have read the foregoing and all documents incorporated therein and accept such terms to be effective as the date below.

Customer

M^2 **Consulting, Inc.**

Signature:_____

Signature:_____

Print Name:_____

Print Name:_____

Title:_____

Title:_____

Date:_____

Date:_____

THIS PROPOSAL IS STRICTLY CONFIDENTIAL